

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York
(State)

Case number (if known): Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. **Debtor's name** Pacific Drilling S.A.

2. **All other names debtor used in the last 8 years**

Include any assumed names, trade names, and *doing business* as names

3. **Debtor's federal Employer Identification Number (EIN)** _ _ - _ _ _ _ _

4. Debtor's address	Principal place of business 8-10 Avenue de la Gare Number Street L-1610 Luxembourg City State ZIP Code Luxembourg County	Mailing address, if different from principal place of business Number Street P.O. Box City State ZIP Code Location of principal assets, if different from principal place of business Number Street City State ZIP Code
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5. **Debtor's website (URL)** pacificdrilling.com

6. **Type of debtor**

☐ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☒ Other. Specify: Public Company Limited by Shares

Debtor Pacific Drilling S.A.
Name
Case number (if known)

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

2 1 1 1

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. Check all that apply:
☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☒ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY
District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor See attached Relationship _____
District _____ When _____
MM / DD / YYYY
Case number, if known _____

List all cases. If more than 1, attach a separate list.

Debtor Pacific Drilling S.A.
Name
Case number (if known)

11. Why is the case filed in *this district*?

Check all that apply:

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number Street

City State ZIP Code

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Pacific Drilling S.A.
Name Case number (if known)

16. Estimated liabilities

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☐ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☐ I have been authorized to file this petition on behalf of the debtor.
- ☐ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/ 12 / 2017
MM / DD / YYYY

X

/s/ Paul T. Reese

Signature of authorized representative of debtor

Title Chief Executive Officer

Paul T. Reese

Printed name

18. Signature of attorney

X

/s/ Andrew G. Dietderich

Signature of attorney for debtor

Date

11/ 12 / 2017
MM / DD / YYYY

Andrew G. Dietderich

Printed name

Sullivan & Cromwell LLP

Firm name

125 Broad Street

Number Street

New York

City

NY

State

10004

ZIP Code

(212) 558-4000

Contact phone

dietdericha@sullcrom.com

Email address

2850584

Bar number

NY

State

ANNEX 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in this Court for relief under Chapter 11 of Title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the Chapter 11 case of Pacific Drilling S.A.

1. Pacific Drilling S.A.
2. Pacific Drilling (Gibraltar) Limited
3. Pacific Drillship (Gibraltar) Limited
4. Pacific Drilling, Inc.
5. Pacific Drilling Finance S.à r.l.
6. Pacific Drillship SARL
7. Pacific Drilling Limited
8. Pacific Sharav S.à r.l.
9. Pacific Drilling VII Limited
10. Pacific Drilling V Limited
11. Pacific Drilling VIII Limited
12. Pacific Scirocco Ltd.
13. Pacific Bora Ltd.
14. Pacific Mistral Ltd.
15. Pacific Santa Ana (Gibraltar) Limited
16. Pacific Drilling Operations Limited
17. Pacific Drilling Operations, Inc.
18. Pacific Santa Ana S.à r.l.
19. Pacific Drilling, LLC
20. Pacific Drilling Services, Inc.
21. Pacific Drillship Nigeria Limited
22. Pacific Sharav Korlátolt Felelősségű Társaság

Pacific Drilling S.A. et al.

Top 30 Unsecured Creditors

#	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (e.g., trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim as of the Petition Date
					Unsecured claim (\$'s)
1	Samsung Heavy Industries c/o DLA Piper Hong Kong, 15 Queens Road Hong Kong - Central Hong Kong	Nicholas Mallard +852 2103 0808 Nicholas.Mallard@dlapiper.com	Arbitration	Contingent, Unliquidated, Disputed	Undetermined
2	National Oilwell Varco 10000, Richmond Avenue Houston TX 77042 US	Kevin Chapman (713) 935 8103 kevin.chapman@nov.com	Trade	No	\$1,643,988
3	World Fuel Services, Inc. 9800 NW 41st Street Miami FL 33178-2980 US	MIKE DIPASQUALE (908) 601-3998 MDipasqu@wfscorp.com	Trade	No	\$507,336
4	Control Union Testing and Inspection Paleiskade 100 Den Helder 08 1781 AR NL	C.R. Winands +31 6538 90910 rwinands@controlunion.com	Trade	No	\$402,675
5	VMS Group A/S Havnepladsen 12 Frederikshavn 9900 DK	Ole Lund Pedersen 45 9622 1100 olp@vms.dk	Trade	No	\$396,393
6	U.S. Bolt Manufacturing, Inc. 12895, S Main St Houston TX 77035 US	Deisy Espinosa 713-351-6712 despinosa@usbolt.com	Trade	No	\$365,360
7	EM&I (Trading) Ltd Level 2 38 Emanuel Schembri Street Birkirkara BKR 1810 MT	Alexander Constantinis 44 1625 548 603 danny.constantinis@emialliance.com	Trade	No	\$170,126
8	FenderCare IMS Enterprise House Harveys Lane Norfolk NR15 1EN GB	Claire Forder + 44 1508482691 Claire.Forder@fendercare.com	Trade	No	\$152,100
9	ABB AS 3700 W. Sam Houston Parkway SOUTH Houston TX 33025 US	Trond Hammeraas 954-874-4700 trond.hammeraas@us.abb.com	Trade	No	\$147,352
10	BP Lubricants USA, dba Castrol 501 Westlake Park Blvd. Houston TX 77079 US	Chad Heins (281)-886-6948 Chad.Heins@bp.com	Trade	No	\$142,103
11	Nord-Sud Shipping, Inc. 1940 Jefferson Hwy. Lutcher LA 70071 US	Jeff Bertholet 225-869-7450 jeff@nordsudshipping.com	Trade	No	\$140,566
12	Rolloos Oil and Gas Radarstraat 12 Capelle aan den Yssel 2901 AV NL	Arie Rolloos, Bram Masselink +31 10 - 4500 500 bram.masselink@rolloos.com	Trade	No	\$130,312
13	Dickerman Overseas Contracting Co L Unit 3 Adam Business Centre Henso Northants NN16 8PX UK	Andrew Sharp + 44 (0) 1536 525131 info@dickermangroup.com	Trade	No	\$129,684

Pacific Drilling S.A. et al.

Top 30 Unsecured Creditors

#	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (e.g., trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim as of the Petition Date
					Unsecured claim (\$'s)
14	Gates E & S, NA 134 44th Street Corpus Christi TX 78405 US	Michael Ray, Managing Director 303-744-1911	Trade	No	\$118,684
15	Gulf Copper & Manufacturing Corp 7200 Highway 87 East Port Arthur TX 77642 US	Will Wilson, Zayd Riley 713-907-1546 zriley@gulfcopper.com	Trade	No	\$109,061
16	KD International B.V. Woestduinstraat 109 Amsterdam 08 1059 SP NL	Dennis Swaan +31(0) 20 771 0061 d.swaan@kdinternational.nl	Trade	No	\$96,982
17	Bridon International Limited B1+B175Icon Building, Ground Floor Doncaster YS DN4 5JQ GB	MATTHEW HOGAN 44 (191) 234 7509 Matthew.Hogan@bridon-bekaert.com	Trade	No	\$80,545
18	Rolls Royce Marine 1880, S. Dairy Ashford Ste 545 HOUSTON TX 77070 US	Randall Nunmaker (281) 902-3344 randall.nunmaker@rolls-royce.com	Trade	No	\$78,853
19	Dammers Shipagencies Inc. 11, Kaya Flamboyan, PO Box 3018 Willemstad AN 3018 AN	Robert van Heulen (5999) 7370600 operations@dammers-group.com	Trade	No	\$76,684
20	GAC Brokerage 16200, Central Green Boulevard Houston TX 77032 US	Jana Rodriguez 713-660-1650 jana.rodriguez@gac.com	Trade	No	\$71,935
21	Norsafe Marine & Offshore Services, 1301, Edwards Avenue, Suite C Jefferson LA 70123 US	Courtney Hardaway 504-733-0100 SERVICE@NORSAFEMARINE.COM	Trade	No	\$71,155
22	Expert Riser Solutions, LLC 101 Ashland Way Madisonville LA 70447 US	Bill Burt 985-801-4040 bburt@expertep.com	Trade	No	\$67,084
23	MURPHY SHIPPING and COMMERCIAL US 1812 PEACHLEAF STREET HOUSTON TX 77039-1232 US	Terry Kobs 281-590-2193 Terrykobs@murphyship.com	Trade	No	\$66,755
24	Kongsberg Maritime, Inc NO-3601 Kongsberg NO	Rune Haukom, Bobby Mahoney 713-329-5580 bobby.mahoney@kongsberg.com	Trade	No	\$66,008
25	GEV Offshore Limited Unit 23 Priory Tec Park, Saxon Way, Hull HU13 9PB GB	Andrew Allman 44 (0) 1482 300640 andrew.allman@gevgroup.com	Trade	No	\$51,530
26	MAN Diesel & Turbo North America In 1600A, Brittmoore Rd Houston TX 77043 US	Carolina Sosa (832) 209-3007 carolina.sosa@us.man.eu	Trade	No	\$49,514

Pacific Drilling S.A. et al.

Top 30 Unsecured Creditors

#	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (e.g., trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim as of the Petition Date
					Unsecured claim (\$'s)
27	Next Maritime 0, Via August 2 Tarragona 0 43033 ES	Francesc Diane +34 977 234 777 francescdiane@nextmaritime.com	Trade	No	\$47,052
28	Hiller Offshore Services 209, Stanton Road Broussard LA 70518 US	Bob Richardson, James Guidry 337-837-3388 jguidry@hillercompanies.com	Trade	No	\$46,892
29	Smith International Inc. 1310, Rankin Road Houston TX 77073 US	John Grandon 281-687-7576 jgrandon@slb.com	Trade	No	\$46,812
30	Alimak HEK Inc 12552, Old Galveston Rd. Suite A160 Webster TX 77598 US	G. Jeff Stewart, Karen Leeper 713-640-8500 karen.leeper@alimakhek.com	Trade	No	\$43,767

Fill in this information to identify the case and this filing:

Debtor Name Pacific Drilling S.A.
United States Bankruptcy Court for the Southern District of New York
(State)
Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/12/2017
MM / DD / YYYY

X

Signature of individual signing on behalf of debtor

Paul T. Reese

Printed name

Chief Executive Officer

Position or relationship to debtor

Pacific Drilling S.A.
Société anonyme
Siège social: 8-10 Avenue de la Gare, L-1610 Luxembourg
R.C.S. Luxembourg: B159658

(the **Company**)

CIRCULAR RESOLUTIONS OF THE DIRECTORS OF THE COMPANY

I. INTRODUCTION

Each of the undersigned directors of the Company (together the “**Directors**” and each a “**Director**”), composing all of the members of the board of directors of the Company (the “**Board**”), hereby note and unanimously resolve the following:

The Board notes that article 7.3 (viii) of the articles of association of the Company (the “**Articles**”) provides that: “Circular resolutions signed by all the directors [...] are valid and binding as if passed at a duly convened and held Board meeting, and bear the date of the last signature”.

Each of the Directors acknowledges and confirms that pursuant to this provision of the Articles these resolutions shall, when duly signed, have the same effect as resolutions voted at a physically held meeting of the Board.

II. PREAMBLE

WHEREAS, the Restructuring Committee of the Board and the majority of the Board met in person at duly convened and physically held meetings on 9 and 10 November, 2017, respectively, to review and discuss the matters and actions contemplated in these Resolutions;

WHEREAS, the Board has reviewed and discussed the financial and operational condition of the Company and the Company’s business on the date hereof, including the current and historical performance of the Company, the assets and liquidity of the Company, the current and long-term liabilities of the Company, the market for the Company’s services and the credit market conditions;

WHEREAS, the Board has received, reviewed, and discussed the recommendations of senior management of the Company and the Company’s legal, financial, and other advisors as to the relative risks and benefits of the strategic alternatives available to the Company, including pursuing a reorganization through a bankruptcy proceeding (the “**Bankruptcy Case**”) under the provisions of Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “**Bankruptcy Code**”), and has received, reviewed and discussed forms or descriptions of the key “first day” and “second

day” filings that would be proposed to be made by the Company in connection with the Bankruptcy Case (the “**Initial Filings**”);

WHEREAS, after review and discussion and due consideration of all of the information presented to the Board, including the effect of commencing the Bankruptcy Case under Luxembourg law, the Board deems it advisable and in the best interests of the Company, its creditors, stakeholders, and other interested parties, for the Company to commence the Bankruptcy Case by filing a voluntary petition for relief under the provisions of Chapter 11 of the Bankruptcy Code (the “**Petition**”); and

WHEREAS, the Board deems it advisable and in the best interests of the Company, its creditors, stakeholders, and other interested parties for the Company to make the Initial Filings and to conduct the business of the Company as contemplated thereby, including without limitation to continue to participate in a centralized cash management system with certain of its affiliates (the “**Cash Management System**”).

In this context, the Board is required to decide on the following items:

1. Consideration and approval of the filing of the Petition, the filing of the Initial Filings and the incurrence of credit through the Cash Management System, together with any other actions necessary or useful in relation thereto, to be carried out by the Company;
2. Appointment of any Director or officer of the Company (each, an “**Officer**”) acting individually under his/her sole signature, in the name and on behalf of the Company, in order to represent the Company for the purposes of filing the Petition and the Initial Filings and negotiating and approving the terms and conditions of the continued use of the Cash Management System; and
3. Miscellaneous.

III. DECLARATIONS

- Each of the Directors confirms having no interest conflicting with that of the Company in the filing of the Petition.
- Each of the Directors confirms having carefully reviewed and considered the Petition and the other documents and information presented related thereto.

Considering the above, all the Directors hereby take the following resolutions (the “**Resolutions**”) which they consider to be in the best corporate interest (*intérêt social*) of the Company, its creditors, stakeholders, and other interested parties.

FIRST RESOLUTION

The Board **RESOLVES** that in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, stakeholders, and other interested parties that the Petition and the Initial Filings be filed by the Company in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”).

The Board **RESOLVES** to hereby approve and consent to the filing of the Petition and the Initial Filings in the Bankruptcy Court.

As a consequence, the Board **RESOLVES** that the Company shall be, and it hereby is, authorized, directed and empowered (i) to file the Petition and the Initial Filings and (ii) to perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect the foregoing.

SECOND RESOLUTION

The Board **RESOLVES** that any Director or Officer of the Company (each a “**Designated Person**” and collectively, the “**Designated Persons**”) acting individually under his/her sole signature, with full power of substitution, in the name and on behalf of the Company be, and hereby is, authorized and empowered under Luxembourg law:

- i. To execute and verify the Petition and the Initial Filings as well as all other ancillary documents and to cause the Petition to be filed with the Bankruptcy Court;
- ii. To make or cause to be made prior to the execution thereof any modifications to the Petition, the Initial Filings or any ancillary documents, and to execute, verify and file or cause to be filed all petitions, schedules, lists, motions, applications and other papers or documents, agreements, deeds, letters, instruments or certificates necessary or desirable in connection with any of the foregoing;
- iii. To take such additional action as he/she deems necessary or expedient in his/her absolute discretion from time to time in connection with and for the purposes and intent of the foregoing; and
- iv. To do whatever is necessary, useful or desirable in his/her sole opinion to implement these Resolutions.

THIRD RESOLUTION

The Board **RESOLVES** that the law firm of Sullivan & Cromwell LLP (“**S&C**”) be, and hereby is, authorized, empowered and directed to represent the Company as its counsel in connection with the Bankruptcy Case, and to take any and all actions to advance the Company’s rights, including the

preparation of pleadings and filings in the Bankruptcy Case; and in connection therewith, each of the Designated Persons, acting singly and without the others, be, and hereby is, empowered and directed under Luxembourg law, on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of S&C.

The Board **RESOLVES** that the investment bank of Evercore Partners International LLP ("**Evercore**") be and hereby is engaged to provide investment banking and other related services to the Company in the Bankruptcy Case; and in connection therewith, each of the Designated Persons, acting singly and without the others, be, and hereby is, empowered and directed under Luxembourg law, on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Evercore.

The Board **RESOLVES** that the firm of AlixPartners, LLP ("**AlixPartners**") be and hereby is engaged to provide restructuring advice and other related services to the Company in the Bankruptcy Case; and in connection therewith, each of the Designated Persons, acting singly and without the others, be, and hereby is, empowered and directed under Luxembourg law, on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of AlixPartners.

The Board **RESOLVES** that the firm of Prime Clerk LLC ("**Prime Clerk**") be and hereby is engaged to act as notice, claims and balloting agent and to provide related services to the Company in the Bankruptcy Case; and in connection therewith, each of the Designated Persons, acting singly and without the others, be, and hereby is, empowered and directed under Luxembourg law, on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Prime Clerk.

The Board **RESOLVES** that each of the Designated Persons, acting singly and without the others, be, and hereby is, empowered and directed under Luxembourg law, on behalf of and in the name of the Company, to cause the Company to employ other special counsel, financial advisors, investment bankers, accountants, restructuring advisors and other professionals as appropriate in connection with the Bankruptcy Case and all related matters.

FOURTH RESOLUTION

The Board **RESOLVES** that in order to use and obtain the benefits of the Cash Management System,

the Company shall be, and it hereby is, authorized under Luxembourg law to grant security interests in, and liens on, all or any portion of the Company's assets for the benefit of the Company's affiliates and creditors, and to provide any additional adequate protection to creditors that the Designated Persons shall deem necessary, appropriate or desirable, including but not limited to periodic cash payments equal to interest payments and fees and expenses.

The Board **RESOLVES** that each of the Designated Persons, acting singly and without the others, be, and hereby is, empowered and directed under Luxembourg law, in the name and on behalf of the Company, to negotiate and approve the terms and form of any adequate protection to creditors and to secure the payment and performance of any post-petition financing, including financing incurred through the Cash Management System, and to effectuate the foregoing by (i) paying or approving the payment of all amounts payable in connection with any adequate protection arrangement, (ii) pledging or granting liens and mortgages on, or security interest in, all or any portion of the Company's assets, including all or any portion of the issued and outstanding capital stock, partnership interests, or membership interests of any subsidiaries of the Company, whether now owned or hereafter acquired, and (iii) entering into or causing to be entered into such security agreements, pledge agreements, control agreements, intercreditor agreements, mortgages, deeds of trust and other agreements as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, these Resolutions in such form, covering such collateral and having such other terms and conditions as are approved or deemed necessary, appropriate or desirable by the Designated Person executing the same, the execution thereof by such Designated Person to be conclusive evidence of such approval or determination.

FIFTH RESOLUTION

The Board **RESOLVES** that in addition to the specific authorizations heretofore conferred upon the Designated Persons, each of the Designated Persons, acting singly and without the others, be, and hereby is, empowered and directed under Luxembourg law, in the name and on behalf of the Company, to do or cause to be done all such further acts and things, including the payment of all fees, expenses, appropriate retainers and other amounts payable by the Company with respect to the foregoing, and to execute and deliver all such other instruments, certificates, agreements and documents as he or she may consider necessary or appropriate to enable the Company to carry out the intent and to accomplish the purposes of these Resolutions.

SIXTH RESOLUTION

The Board **RESOLVES** that any of the Designated Persons may certify a copy of all or any of these Resolutions and such certified copy shall be full and complete evidence of the powers and authorities given by the foregoing and shall be fully binding on the Company without any more formal proof or documentation.


SEVENTH RESOLUTION

The Board **RESOLVES** that all acts and deeds heretofore or hereafter done in connection with the actions contemplated in these Resolutions by any Designated Person for or on behalf of the Company in entering into, executing, acknowledging or attesting to any arrangements, agreements, instruments or documents, or in carrying out the terms and intentions of these Resolutions be, and hereby are, ratified, approved and confirmed in all respects.

EIGHTH RESOLUTION

The Board **RESOLVES** that these Resolutions may be executed in any number of counterparts and shall be sent to each Director for signature and returned to the Company's registered office thereafter.

IN WITNESS WHEREOF, the undersigned, being all of the Directors of the Company, have executed these circular resolutions, which bear the date of the last signature.



Name: Jeremy Asher

Title: Director

Date: __, 2017

November 12, 2017



Name: Laurence Charney

Title: Director

Date: __, 2017

November 12, 2017



Name: Cyril Ducau

Title: Director

Date: __, 2017

November 12, 2017



Name: Antoine Bonnier

Title: Director

Date: __, 2017

November 12, 2017

Name: Sami Iskander

Title: Director

Date: __, 2017




Name: Robert A. Schwed

Title: Director

Date: __, 2017

November 12, 2017

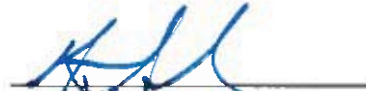


Name: N. Scott Fine

Title: Director

Date: __, 2017

November 12, 2017



Name: Matthew Samuels

Title: Director

Date: __, 2017

November 12, 2017


IN WITNESS WHEREOF, the undersigned, being all of the Directors of the Company, have executed these circular resolutions, which bear the date of the last signature.

Name: Jeremy Asher
Title: Director
Date: _____, 2017

Name: Laurence Charney
Title: Director
Date: _____, 2017

Name: Cyril Ducau
Title: Director
Date: _____, 2017

Name: Antoine Bonnier
Title: Director
Date: _____, 2017


Name: Sami Iskander
Title: Director
Date: November, 12, 2017

Name: Robert A. Schwed
Title: Director
Date: _____, 2017

Name: N. Scott Fine
Title: Director
Date: _____, 2017

Name: Matthew Samuels
Title: Director
Date: _____, 2017

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

	x	
In re	:	Chapter 11
	:	
PACIFIC DRILLING S.A., <i>et al.</i> , ¹	:	Case No. ____-____ (____)
	:	
Debtors.	:	(Joint Administration Pending)
	:	
	x	

**CORPORATE OWNERSHIP STATEMENT AND
LIST OF EQUITY SECURITY HOLDERS**

Pursuant to rules 1007(a)(1), 1007(a)(3) and 7007.1 of the Federal Rules of Bankruptcy Procedure, Pacific Drilling S.A., on behalf of itself and certain of its affiliates as debtors and debtors-in-possession (collectively, the “Debtors”), respectfully represent:

1. 70.295% of Pacific Drilling S.A.’s equity is directly owned by Quantum Pacific (Gibraltar) Limited, 57/63 Line Wall Road, Gibraltar.²
2. 100% of Pacific Drilling (Gibraltar) Limited’s equity is directly owned by Pacific Drilling S.A., 8-10 Avenue de la Gare, L-1610, Luxembourg.
3. 100% of Pacific Drillship (Gibraltar) Limited’s equity is directly owned by Pacific Drilling S.A., 8-10 Avenue de la Gare, L-1610, Luxembourg.

¹ The Debtors in these chapter 11 cases and, if applicable, the last four digits of their U.S. taxpayer identification numbers are: Pacific Drilling S.A., Pacific Drilling (Gibraltar) Limited, Pacific Drillship (Gibraltar) Limited, Pacific Drilling, Inc. (1524), Pacific Drilling Finance S.à r.l., Pacific Drillship SARL, Pacific Drilling Limited, Pacific Sharav S.à r.l. (2431), Pacific Drilling VII Limited, Pacific Drilling V Limited, Pacific Drilling VIII Limited, Pacific Scirocco Ltd. (0073), Pacific Bora Ltd. (9815), Pacific Mistral Ltd., Pacific Santa Ana (Gibraltar) Limited, Pacific Drilling Operations Limited (9103), Pacific Drilling Operations, Inc. (4446), Pacific Santa Ana S.à r.l. (6417), Pacific Drilling, LLC (7655), Pacific Drilling Services, Inc. (5302), Pacific Drillship Nigeria Limited (0281) and Pacific Sharav Korlátolt Felelősségű Társaság.

² On information and belief, no other entity with equity interests in Pacific Drilling, S.A. holds (directly or indirectly) more than 10% of Pacific Drilling S.A.’s equity interests and, in accordance with rule 7007.1 of the Federal Rules of Bankruptcy Procedure, do not need to be disclosed in this corporate ownership statement.

4. 100% of Pacific Drilling, Inc.'s equity is directly owned by Pacific Drilling Manpower S.à r.l., 8-10 Avenue de la Gare, L-1610, Luxembourg.
5. 100% of Pacific Drilling Finance S.à r.l.'s equity is directly owned by Pacific Drilling (Gibraltar) Limited, 57/63 Line Wall Road, Gibraltar.
6. 100% of Pacific Drillship SARL's equity is directly owned by Pacific Drilling (Gibraltar) Limited, 57/63 Line Wall Road, Gibraltar.
7. 100% of Pacific Drilling Limited's equity is directly owned by Pacific Drilling (Gibraltar) Limited, 57/63 Line Wall Road, Gibraltar.
8. 100% of Pacific Sharav S.à r.l.'s equity is directly owned by Pacific Drilling (Gibraltar) Limited, 57/63 Line Wall Road, Gibraltar.
9. 100% of Pacific Drilling VII Limited's equity is directly owned by Pacific Drilling (Gibraltar) Limited, 57/63 Line Wall Road, Gibraltar.
10. 100% of Pacific Drilling V Limited's equity is directly owned by Pacific Drillship (Gibraltar) Limited, 57/63 Line Wall Road, Gibraltar.
11. 100% of Pacific Drilling VIII Limited's equity is directly owned by Pacific Drilling Holding (Gibraltar) Limited, 57/63 Line Wall Road, Gibraltar.
12. 49.9% of Pacific Scirocco Ltd.'s equity is directly owned by Pacific Drilling Limited, 80 Broad St., Monrovia, Liberia. The remaining 50.1% is directly owned by Pacific Drillship Nigeria Limited, Trident Chambers, P.O. Box 146, Road Town, Tortola, British Virgin Islands.
13. 49.9% of Pacific Bora Ltd.'s equity is directly owned by Pacific Drilling Limited, 80 Broad St., Monrovia, Liberia. The remaining 50.1% is directly owned by Pacific

Drillship Nigeria Limited, Trident Chambers, P.O. Box 146, Road Town, Tortola, British Virgin Islands.

14. 100% of Pacific Mistral Ltd.'s equity is directly owned by Pacific Drilling Limited, 80 Broad St., Monrovia, Liberia.

15. 100% of Pacific Santa Ana (Gibraltar) Limited's equity is directly owned by Pacific Drilling Limited, 80 Broad St., Monrovia, Liberia.

16. 100% of Pacific Drilling Operations Limited's equity is directly owned by Pacific Drilling Limited, 80 Broad St., Monrovia, Liberia.

17. 100% of Pacific Drilling Operations, Inc.'s equity is directly owned by Pacific Sharav S.à r.l., 8-10 Avenue de la Gare, L-1610, Luxembourg.

18. 100% of Pacific Santa Ana S.à r.l.'s equity is directly owned by Pacific Santa Ana (Gibraltar) Limited, 57/63 Line Wall Road, Gibraltar.

19. 100% of Pacific Drilling, LLC's equity is directly owned by Pacific Drilling Operations Limited, Trident Chambers, P.O. Box 146, Road Town, Tortola, British Virgin Islands.

20. 100% of Pacific Drilling Services, Inc.'s equity is directly owned by Pacific Drilling, LLC, 111 Eighth Avenue, New York, NY, 10011.

21. 99.9% of Pacific Drillship Nigeria Limited's equity is directly owned by Pacific International Drilling West Africa Limited, 9th Floor, St Nicholas House, Catholic Mission Street, Lagos, Nigeria. The remaining 0.01% is directly owned by Pacific Drilling Limited, 80 Broad St., Monrovia, Liberia.

22. 100% of Pacific Sharav Korlátolt Felelősségű Társaság's equity is directly owned by Pacific Drilling (Gibraltar) Limited, 57/63 Line Wall Road, Gibraltar.

Fill in this information to identify the case and this filing:

Debtor Name Pacific Drilling S.A.
United States Bankruptcy Court for the: Southern District of: New York
(State)
Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.


I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct.

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/12/2017
MM / DD / YYYY

x


Signature of individual signing on behalf of debtor

Paul T. Reese

Printed name

Chief Executive Officer

Position or relationship to debtor

Official Form 201A (12/15)

[If debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

[Caption as in Form 416B]

Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 001-35345.

2. The following financial data is the latest available information and refers to the debtor's condition on 9/30/2017.

a. Total assets	\$ <u>5,468,096,000</u>	
b. Total debts (including debts listed in 2.c., below)	\$ <u>3,188,015,000</u>	
c. Debt securities held by more than 500 holders		Approximate number of holders:
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____		_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____		_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____		_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____		_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____		_____
d. Number of shares of preferred stock		None
e. Number of shares common stock		<u>21,336,635 shares</u> outstanding

Comments, if any: _____

The financial data presented is on a consolidated basis and includes assets and liabilities of non-debtor subsidiaries of Pacific Drilling S.A.

3. Brief description of debtor's business: _____

Pacific Drilling, an offshore drilling company formed in 2011 under the laws of Luxembourg, provides global ultra-deepwater drilling services to the oil and natural gas industry through the use of high-specification drillships.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

Quantum Pacific (Gibraltar) Limited